

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	) Chapter 11
	)
TSA WD HOLDINGS, INC., <i>et al.</i> , <sup>1</sup>	) Case No. 16-10527 (MFW)
	)
Debtors.	) (Jointly Administered)
	)
	) Objection Deadline: October 31, 2018 at 4:00 p.m.
	) Hearing Date: to be determined

**TENTH QUARTERLY APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL & JONES LLP,  
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,  
FOR THE PERIOD FROM JUNE 1, 2018 THROUGH AUGUST 31, 2018**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	Effective as of March 10, 2016 by order signed on or about May 24, 2016
Period for which Compensation and Reimbursement is Sought:	June 1, 2018 – August 31, 2018
Amount of Fees Sought as Actual, Reasonable and Necessary:	\$41,869.00
Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$4,265.30
Rates are Higher than those Approved or Disclosed at Retention? Yes <u>  </u> No <u>X</u> If yes, Total Compensation Sought Using Rates Disclosed in Retention Application :	
Fees Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed:	\$16,827.60
Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but not yet Allowed:	\$3,443.34
Number of Professionals Included in this Application:	5

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: TSA WD Holdings, Inc. (9008); Slap Shot Holdings, Corp. (8209); TSA WD, Inc. (2802); TSA Stores, Inc. (1120); TSA Gift Card, Inc. (1918); TSA Ponce, Inc. (4817); and TSA Caribe, Inc. (5664). The headquarters for the above-captioned Debtors is located at 1050 West Hampden Avenue, Englewood, Colorado 80110.

If Applicable, Number of Professionals in this Application not Included in Staffing Plan Approved by Client:	N/A
If Applicable, Difference Between Fees Budgeted and Compensation Sought for this Period:	N/A
Number of Professionals Billing Fewer than 15 Hours to the Case During this Period:	5

This is an:  monthly  interim  final application.

The total time expended for fee application preparation is approximately 3 hours

and the corresponding compensation requested is approximately \$1,800.00.

#### PRIOR APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees (100%)	Requested Expenses (100%)
06/28/16	March 10, 2016 - March 31, 2016	\$426,016.25	\$10,730.99
06/28/16	April 1, 2016 - April 30, 2016	\$460,877.50	\$24,339.30
07/29/16	May 1, 2016 - May 31, 2016	\$221,972.75	\$ 5,599.93
08/18/16	June 1, 2016 - June 30, 2016	\$259,040.50	\$ 7,936.66
10/19/16	July 1, 2016 - July 31, 2016	\$590,071.25	\$14,332.84
10/18/16	August 1, 2016 - August 31, 2016	\$ 81,061.00	\$ 6,561.65
12/16/16	September 1, 2016 - September 30, 2016	\$ 66,871.00	\$11,356.73
12/21/16	October 1, 2016 - October 31, 2016	\$ 67,517.50	\$ 2,599.81
01/30/17	November 1, 2016 - November 30, 2016	\$ 50,899.00	\$ 698.46
02/06/17	December 1, 2016 - December 31, 2016	\$ 25,319.00	\$10,651.24
04/28/17	January 1, 2017 - January 31, 2017	\$ 18,980.00	\$ 1,318.00
05/01/17	February 1, 2017 - February 28, 2017	\$ 16,738.00	\$ 1,328.12
06/16/17	March 1, 2017 - March 31, 2017	\$ 10,492.50	\$ 549.56
06/28/17	April 1, 2017 - April 30, 2017	\$ 23,327.00	\$ 514.41
06/28/17	May 1, 2017 - May 31, 2017	\$ 15,440.50	\$ 1,695.82
08/08/17	June 1, 2017 - June 30, 2017	\$ 21,761.00	\$ 859.19
09/28/17	July 1, 2017 - July 31, 2017	\$ 15,007.00	\$ 1,972.55
10/13/17	August 1, 2017 - August 31, 2017	\$ 11,682.50	\$ 2,571.03
11/28/17	September 1, 2017 - September 30, 2017	\$ 20,925.00	\$ 617.08
12/06/17	October 1, 2017 - October 31, 2017	\$ 20,727.50	\$ 494.85
02/06/18	November 1, 2017 - November 30, 2017	\$ 31,279.50	\$ 821.47
03/13/18	December 1, 2017 - December 31, 2017	\$ 17,114.50	\$ 570.46
04/08/18	January 1, 2018 - January 31, 2018	\$ 17,321.50	\$ 1,743.02
04/25/18	February 1, 2018 - February 28, 2018	\$ 14,807.50	\$ 2,844.26
04/25/18	March 1, 2018 - March 31, 2018	\$ 10,674.00	\$ 221.04

Date Filed	Period Covered	Requested Fees (100%)	Requested Expenses (100%)
05/23/18	April 1, 2018 - April 30, 2018	\$ 15,196.00	\$ 535.94
06/19/18	May 1, 2018 - May 31, 2018	\$ 9,312.50	\$ 1,672.94
08/03/18	June 1, 2018 - June 30, 2018	\$ 21,034.50	\$ 3,443.34
08/30/18	July 1, 2018 - July 31, 2018	\$ 10,506.50	\$ 470.46
09/26/18	August 1, 2018 - August 31, 2018	\$ 10,328.00	\$ 351.50

**PSZ&J PROFESSIONALS**

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes)	Total Hours Billed	Total Compensation
Bradford J. Sandler	Partner 2010; Member PA and NJ Bars 1996; Member DE Bar 2001; Member NY Bar 2008	925.00	8.00	\$7,400.00
Shirley S. Cho	Of Counsel 2009; Member CA Bar 1997; Member NY Bar 2002	850.00	2.00	\$1,700.00
Colin R. Robinson	Of Counsel 2012; Member NJ and PA Bars 2001; Member DE Bar 2010	750.00	1.10	\$825.00
William R. Ramseyer	Of Counsel 1989; Member CA Bar 1980	725.00	5.80	\$4,205.00
Teddy M. Kapur	Partner 2014; Member CA Bar 2006	650.00	2.90	\$1,885.00
Patricia E. Cuniff	Paralegal 2000	375.00	45.80	\$17,175.00
Patricia Jeffries	Paralegal 1999	375.00	3.40	\$1,275.00
Elizabeth C. Thomas	Paralegal 2016	375.00	0.10	\$37.50
Mike A. Matteo	Paralegal 2000	350.00	9.50	\$3,325.00
Beatrice M. Koveleski	Case Management Assistant	295.00	3.70	\$1,091.50
Charles J. Bouzoukis	Case Management Assistant	295.00	5.50	\$1,622.50
Karen S. Neil	Case Management Assistant	295.00	1.90	\$560.50
Sheryle L. Pitman	Case Management Assistant	295.00	2.60	\$767.00

Grand Total: \$41,869.00

Total Hours: 92.30

Blended Rate: \$453.62

**COMPENSATION BY CATEGORY**

Project Categories	Total Hours	Total Fees
Bankruptcy Litigation	2.40	\$ 2,055.00
Case Administration	63.30	\$22,966.50
Claims Administration/ Objections	0.10	\$ 65.00
Compensation of Professionals	18.00	\$11,257.50
Compensation of Professionals/ Others	6.50	\$ 3,930.00
Financial Filings	1.00	\$ 787.50
Financing	0.60	\$ 555.00
Hearing	0.20	\$ 75.00
Operations	0.20	\$ 177.50
<b>Total</b>	<b>92.30</b>	<b>\$41,869.00</b>

**EXPENSE SUMMARY**

Expense Category	Service Provider <sup>2</sup> (if applicable)	Total Expenses
CourtLink		\$ 0.76
Delivery/Courier Service	Advita	\$1,910.00
Federal Express		\$ 69.94
Pacer - Court Research		\$ 833.40
Postage		\$ 532.10
Reproduction Expense		\$ 519.40
Reproduction/Scan Copy		\$ 399.70
<b>Total</b>		<b>\$4,265.30</b>

<sup>2</sup> PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

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            ) (Jointly Administered)  
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**TENTH QUARTERLY APPLICATION FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PACHULSKI STANG ZIEHL &  
JONES LLP, AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR THE PERIOD FROM JUNE 1, 2018 THROUGH AUGUST 31, 2018**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, signed on or about March 24, 2016 (the “Administrative Order”), Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) in the bankruptcy cases of the above-captioned debtors (the “Debtors”), hereby submits its *Tenth Quarterly Application for Compensation and for Reimbursement of Expenses for the Period from June 1, 2018 through August 31, 2018* (the “Application”).

By this Application, PSZ&J seeks an interim allowance of fees in the amount of \$41,869.00 as compensation for necessary professional services rendered, and actual and

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necessary expenses in the amount of \$4,265.40 for a total of \$46,134.30 and payment of the unpaid amount of such fees and expenses for the period June 1, 2018 through August 31, 2018 (the “Interim Period”). In support of this Application, PSZ&J respectfully represents as follows:

### **Background**

1. On March 2, 2016 (the “Petition Date”), the Debtors commenced their cases under chapter 11 of the Bankruptcy Code before the United States Bankruptcy Court for the District of Delaware. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. On March 10, 2016, the United States Trustee for Region 3 (the “UST”) appointed the Committee to represent the interests of all unsecured creditors of the Debtors pursuant to section 1102 of the Bankruptcy Code.

4. On or about March 24, 2016, the Court signed the Administrative Order, authorizing certain professionals and members of any official committee (“Professionals”) to submit monthly applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within fifteen (15) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the

requested expenses. Beginning with the period ending May 31, 2016, and at three-month intervals or such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

5. Pursuant to the Administrative Order also, attorneys retained pursuant to sections 327, or 363 or 1103 of the Bankruptcy Code (other than Ordinary Course Professionals) are required to comply with certain requirements of the *United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases* (the "Revised UST Guidelines"). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to these cases: Exhibit "A", Customary and Comparable Compensation Disclosures with Fee Applications; Exhibit "B", Summary of Timekeepers Included in this Fee Application, Exhibit "C-1", Budget; Exhibit "C-2", Staffing Plan; Exhibit "D-1", Summary of Compensation Requested by Project Category; Exhibit "D-2", Summary of Expense Reimbursement Requested by Category; and Exhibit "E", Summary Cover Sheet of Fee Application.

6. The retention of PSZ&J, as counsel to the Committee, was approved effective as of March 10, 2016 by this Court's *Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 10, 2016, signed on or about May 24, 2016* (the "Retention

Order). The Retention Order authorized PSZ&J to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**PSZ&J's APPLICATION FOR COMPENSATION  
AND FOR REIMBURSEMENT OF EXPENSES**

**Compensation Paid and Its Source**

7. The monthly fee applications (the "Monthly Fee Applications") for the periods June 1, 2018 through August 31, 2018 of PSZ&J have been filed and served pursuant to the Administrative Order.

8. On August 3, 2018, PSZ&J filed its *Twenty-Eighth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel for the Official Committee of Unsecured Creditors, for the Period from June 1, 2018 through June 30, 2018* [Docket No. 4205] (the "Twenty-Eighth Monthly Fee Application") requesting \$21,034.50 in fees and \$3,443.34 in expenses. PSZ&J has received payment of 80% of the fees and 100% of the expenses incurred on account of the Twenty-Eighth Monthly Fee Application pursuant to the Administrative Order. A true and correct copy of the Twenty-Eighth Monthly Fee Application is attached hereto as Exhibit F.

9. On August 30, 2018, PSZ&J filed its *Twenty-Ninth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel for the Official Committee of Unsecured Creditors, for the Period from July 1, 2018 through July 31, 2018* [Docket No. 4232] (the "Twenty-Ninth Monthly Fee Application") requesting \$10,506.50 in fees and \$470.46 in expenses. PSZ&J has not received payment on

account of the Twenty-Ninth Monthly Fee Application. A true and correct copy of the Twenty-Ninth Monthly Fee Application is attached hereto as Exhibit G.

10. On September 26, 2018, PSZ&J filed its *Thirtieth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Counsel for the Official Committee of Unsecured Creditors, for the Period from August 1, 2018 through August 31, 2018* [Docket No. 4267] (the “Thirtieth Monthly Fee Application”) requesting \$10,328.00 in fees and \$351.50 in expenses. PSZ&J has not received payment on account of the Thirtieth Monthly Fee Application. A true and correct copy of the Thirtieth Monthly Fee Application is attached hereto as Exhibit H.

11. The Monthly Fee Applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by PSZ&J during the periods covered by such applications as well as other detailed information required to be included in fee applications.

**Requested Relief**

12. By this Application, PSZ&J requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by PSZ&J during the Interim Period of June 1, 2018 through August 31, 2018.

13. All services for which PSZ&J requests compensation were performed for or on behalf of the Official Committee of Unsecured Creditors.

14. PSZ&J has received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever

in connection with the matters covered by this Application. There is no agreement or understanding between PSZ&J and any other person other than the partners of PSZ&J for the sharing of compensation to be received for services rendered in these cases. PSZ&J did not receive a retainer in these cases.

15. The professional services and related expenses for which PSZ&J requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of PSZ&J's professional responsibilities as attorneys for the Committee in these chapter 11 cases. PSZ&J's services have been necessary and beneficial to the Committee, the Debtors' estates, and creditors and other parties in interest.

16. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

**Statement from PSZ&J**

17. Pursuant to the *Appendix B Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases*, PSZ&J responds to the following questions regarding the Application:

<b>Question</b>	<b>Yes</b>	<b>No</b>	<b>Additional Explanation or Clarification</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.		No	
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?		No	
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?		No	
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?	Yes		Time incurred reviewing and preparing PSZJ Monthly Fee Applications.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.		No	
If the fee application includes any rate increases since retention in these Cases: i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?	Yes		Annual hourly rate increase disclosed in retention application.

WHEREFORE, PSZ&J respectfully requests that the Court enter an order, in the form attached hereto, providing that an interim allowance be made to PSZ&J for the period from June 1, 2018 through August 31, 2018 in the sum \$41,869.00 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$4,265.40 for a total of \$46,134.30; that the Debtors be authorized and directed to pay to PSZ&J the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: October 16, 2018

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Bradford J. Sander*

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Robert J. Feinstein (NY Bar No. 1767805)

Jeffrey N. Pomerantz (CA Bar No. 143717)

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*Counsel to the Official Committee of Unsecured Creditors*

**VERIFICATION**

STATE OF DELAWARE :

:

COUNTY OF NEW CASTLE :

Bradford J. Sandler, after being duly sworn according to law, deposes and says:

- a) I am a partner at the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.
- b) I am familiar with the work performed on behalf of the Creditors' Committee by the lawyers and paraprofessionals of PSZ&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Administrative Order signed on or about October 13, 2015, and submit that the Application substantially complies with such Rule and Order.

*/s/ Bradford J. Sandler*  
Bradford J. Sandler